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Counsel for USACM Liquidating Trust

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:
USA COMMERCIAL MORTGAGE COMPANY,

Debtor.

In re:
USA CAPITAL REALTY ADVISORS, LLC,

Debtor.

In re:
USA CAPITAL DIVERSIFIED TRUST DEED FUND,
LLC,

Debtor.

In re:
USA CAPITAL FIRST TRUST DEED FUND, LLC,

Debtor.

In re:
USA SECURITIES, LLC,

Debtor.

Affects:
☒ USA Commercial Mortgage Company

USACM LIQUIDATING TRUST,

Plaintiff

v.

AMESBURYPORT CORPORATION,

Defendant

Case Nos.:
BK-S-06-10725-LBR
BK-S-06-10726-LBR
BK-S-06-10727-LBR
BK-S-06-10728-LBR
BK-S-06-10729-LBR

JOINTLY ADMINISTERED
Chapter 11 Cases

Judge Linda B. Riegler

ADVERSARY NO. 08-1127

**NOTICE OF ENTRY OF ORDER
GRANTING MOTION FOR
APPROVAL OF SETTLEMENT
PURSUANT TO RULE 9019 OF
THE FEDERAL RULES OF
BANKRUPTCY PROCEDURE**

1 **PLEASE TAKE NOTICE** that an Order Granting Motion for Approval of Settlement
2 Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure (DE #7722) was entered on
3 the 28th day of October 2009, a true and correct copy of which is attached hereto as Exhibit "A."

4 Dated: October 28, 2009
5

6 **DIAMOND MCCARTHY LLP**

7 By: /s/ J. Maxwell Beatty
8 Allan B. Diamond, TX 05801800 (pro hac vice)
9 Eric D. Madden, TX 24013079 (pro hac vice)
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14 *Counsel for USACM Liquidating Trust*

CERTIFICATE OF SERVICE

I hereby certify that on the 28TH day of October 2009, I caused to be served a true and correct copy of the foregoing **NOTICE OF ENTRY OF ORDER GRANTING MOTION FOR APPROVAL OF SETTLEMENT PURSUANT TO RULE 9019 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE** by electronic transmission to the Post-Confirmation Service List, dated March 31, 2009, and by United States Mail, first class, postage prepaid, to counsel for Amesburyport Corporation, Roger Dowd at 108 Warren Road, Framingham, MA 01702.

/s/ Catherine A. Burrow
Catherine Burrow, Legal Assistant

EXHIBIT A



Entered on Docket
October 28, 2009

A handwritten signature in dark ink, appearing to read "Linda B. Riegle".

Hon. Linda B. Riegle
United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:
USA COMMERCIAL MORTGAGE COMPANY,

USA CAPITAL REALTY ADVISORS, LLC

USA CAPITAL DIVERSIFIED TRUST DEED FUND,
LLC

USA CAPITAL FIRST TRUST DEED FUND, LLC,

USA SECURITIES, LLC

Debtors

Affects:
USA Commercial Mortgage Company

USACM LIQUIDATING TRUST,

Plaintiff

v.

AMESBURYPORT CORPORATION,

Defendant.

Case No. BK-S-06-10725-LBR
Case No. BK-S-06-10726-LBR
Case No. BK-S-06-10727-LBR
Case No. BK-S-06-10728-LBR
Case No. BK-S-06-10729-LBR

Chapter 11

Jointly Administered Under Case No.
BK-S-06-10725-LBR

Judge Linda B. Riegle

Adversary No. 08-1127

**ORDER GRANTING MOTION
FOR APPROVAL OF
SETTLEMENT PURSUANT TO
RULE 9019 OF THE FEDERAL
RULES OF BANKRUPTCY
PROCEDURE**

Upon consideration of the motion, dated August 20, 2009 (the "Motion"), filed by the USACM Liquidating Trust (the "USACM Trust"), seeking authorization and approval to settle the Pending Litigation (as such term is defined in the Motion) with Amesburyport Corporation ("Amesburyport") pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure; and it appearing that the Court has jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and due notice of the Motion and the hearing to be held

1 thereon having been served to all parties entitled thereto in accordance with the Bankruptcy Rules
2 and this Court's Local Rules, and no other or further notice need be given; and a hearing having
3 been held before this Court; and the Court having concluded that the Proposed Settlement
4 Agreement (as such term is defined in the Motion) is the result of good faith arm's-length
5 bargaining and not the product of fraud or collusion; and it appearing that the relief requested in
6 the Motion is in the best interest of the estates and the beneficiaries of the USACM Trust, and
7 upon the proceedings before the Court; and good and sufficient cause appearing therefore, it is:

8 ORDERED that the Motion is granted; and it is further

9 ORDERED that all objections, if any, to the Motion or the relief requested therein or
10 granted in this Order, that have not been withdrawn, waived or settled, and all reservations of
11 rights included therein, are overruled; and it is further

12 ORDERED that the Proposed Settlement Agreement as described in the Motion is
13 authorized and approved pursuant to Bankruptcy Rule 9019; and it is further

14 ORDERED that Geoffrey L. Berman, in his capacity as the Court-appointed trustee of the
15 USACM Trust, is authorized to execute, deliver, implement, and fully perform any and all
16 obligations, instruments, documents and papers and to take any and all actions reasonably
17 necessary to consummate the Proposed Settlement Agreement and perform any and all obligations
18 contemplated therein on behalf of the USACM Trust; and it is further

19 ORDERED that this Court shall retain jurisdiction over any and all disputes arising under
20 or otherwise relating to the construction, performance and enforcement of the terms of this Order
21 on the terms and conditions of the Proposed Settlement Agreement hereby authorized or
22 approved.

23 //

24 //

25 //

PREPARED AND SUBMITTED:

DIAMOND MCCARTHY LLP

By: /s/ J. Maxwell Beatty

Allan B. Diamond, TX 05801800 (pro hac vice)

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Special Litigation Counsel for

USACM Liquidating Trust

CERTIFICATION PURSUANT TO LOCAL RULE 9021

In accordance with LR 9021, counsel submitting this document certifies as follows (check one):

_____ The court has waived the requirement of approval under LR 9021

_____ No parties appeared or filed written objections, and there is no trustee appointed in the case.

 X I have delivered a copy of this proposed order to all counsel who appeared at the hearing, any unrepresented parties who appeared at the hearing, and any trustee appointed in this case, and each has approved or disapproved the order, or failed to respond, as indicated below [list each party and whether the party has approved, disapproved, or failed to respond to the document.]

Roger Dowd Approved

DATED: 10/27/2009

 /s/ J. Maxwell Beatty
J. Maxwell Beatty
Counsel for the USACM Liquidating Trust

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